

AUG 22 '11 -1 55 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

August 18, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement dated August 9, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 24251.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179-0780

A description of the railroad equipment covered by the enclosed document is for twenty-five (25) gondola cars having CHTT marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(UP174)

ASSGN. NO.: UP174

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Union Pacific Railroad Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 38 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 9, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 9th day of August, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of August, 2011.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

UNION PACIFIC RAILROAD COMPANY

ATTEST:

By: William J. Schmelder

Name: Bill Schmelder

By: _____

Title: Director Strategic Sourcing

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Candace Billingsley, a Notary Public of the County and State aforesaid, certify that Bill Schmelder personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3 day of August, 2011.

Candace Billingsley
Notary Public

Commission Expires:

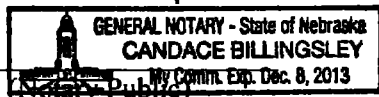


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF UNITS: Twenty-five (25)

DESCRIPTION OF UNITS: 66' gondola Cars.

UNIT NUMBERS
AND MARKS:

| | |
|--------|--------|
| CHTT | 360117 |
| CHTT | 360107 |
| CHTT | 360010 |
| CHTT | 360176 |
| CHTT | 360140 |
| CHTT | 360105 |
| CHTT | 360047 |
| CHTT | 360044 |
| CHTT | 360139 |
| CHTT | 360029 |
| CHTT | 360086 |
| CHTT | 360045 |
| CHTT | 360152 |
| CHTT | 360194 |
| CHTT | 360141 |
| CHTT | 360046 |
| CHTT | 360198 |
| CHTT | 360147 |
| CHTT | 360036 |
| CHTT | 360026 |
| CHTT | 360156 |
| CHTT | 360148 |
| CHTT | 360132 |
| CHTT | 360075 |
| CHTT | 360024 |
| Count: | 25 |